

COMMONWEALTH OF KENTUCKY
OFFICE OF FINANCIAL INSTITUTIONS
DIVISION OF SECURITIES

IN THE MATTER OF:

Application of :

William H. Borders II (CRD# 2237620)

Landmark Financial Advisors, LLC

911 College Street, Suite 301

Bowling Green, Kentucky 42101

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) **ORDER VACATING CONDITIONAL
REGISTRATION, REMOVING ANY
RESTRICTIONS OR DISABILITIES**

) PURSUANT TO KRS 292.330,
) 292.500(1), and 292.500(3).
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PRELIMINARY BACKGROUND AND FINDINGS OF FACT

1. On or about August 17, 2001, the Department of Financial Institutions ("Department") [now the Office of Financial Institutions ("Office")] received a request from one William H. Borders, II (the "investment adviser representative" or "applicant") to register pursuant to KRS 292.330 as an investment adviser representative of Landmark Financial Advisors, LLC, ("Landmark" or "Firm"), a registered investment adviser. The applicant revealed that he had some very serious problems with a securities regulator, namely the United States Securities and Exchange Commission, ("SEC") related to an insider-trading incident that had occurred at the offices of his former employer, Morgan Keegan & Company, Inc. At that time, the proceedings by the SEC had been temporarily suspended although not terminated. The applicant appeared with his prospective employer and supervisor, one Vince Berta, an owner and the partner in charge of Landmark, the employer with which he sought to become employed as a registered representative. Said partner/owner appeared with the applicant at a meeting at the Department of Financial Institutions with some of its employees and personally vouched for the character of Mr. Borders and offered to take on a heightened supervisory role over Mr. Borders in

the event Mr. Borders were to become registered. In addition, Landmark acknowledged its responsibility and liability for the acts of Mr. Borders and accepted same should Borders be registered.

2. The staff of the Department analyzed the violations that were alleged against Mr. Borders. At that time, none of the allegations had been proved against the applicant. Based on what was learned at the above-referenced meeting, it did not appear that any of the allegations of a certain private party in a private civil action against Borders had a substantial probability of being proved against the applicant although the Department did not make any finding to that effect or prediction of the outcome nor did it pass upon the allegations against Mr. Borders. The SEC had no findings against Borders around October 29, 2001.

3. The Department agreed to issue a conditional registration for Mr. Borders based on the agreement of Vince Berta to closely supervise him and take responsibility for his actions and based on the lack of a clear indication that Mr. Borders was a danger to the public. The Department reasoned that since Vince Berta was willing to risk his business on Mr. Borders and that since there would be an extra level of supervision, the public would be safe. Thus, the conditional registration was granted by an Order entered October 29, 2001.

4. In the action pending against Mr. Borders at the time of the original Order, the SEC alleged that Mr. Borders engaged in insider trading in violation of the federal securities laws. The action has since concluded and the jury found in favor of Mr. Borders on all counts.

5. The Division of Securities has examined the securities activities of Mr. Borders since the execution of the Commissioner's 2001 Order. That examination revealed no significant violations of the Securities Act of Kentucky nor has the Division received any complaints regarding his securities activities.

6. In light of the jury's findings in the federal action and Mr. Borders' good faith compliance with the state securities laws, it appears that the conditions originally imposed upon Mr. Borders' registration by the Commissioner are no longer necessary in the public interest to protect the investing public in Kentucky.

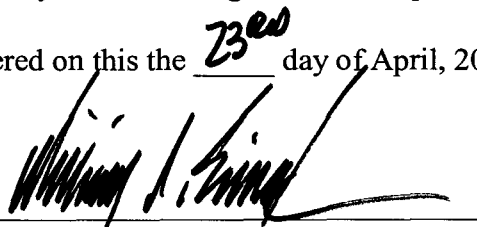
7. Accordingly, the Securities Division Director has recommended an order vacating the Commissioner's order of October 29, 2001 be entered.

8. The Commissioner finds that the issuance of such an Order vacating the previous Order concerning Mr. Borders is in the public interest and consistent with the purposes fairly intended by the policy and provisions of KRS Chapter 292.

NOW, THEREFORE, IT IS ORDERED as follows:

The Order entered October 29, 2001 IN THE MATTER OF the Application of William H. Borders II (CRD# 2237620) Landmark Financial Advisors, LLC, 911 College Street, Suite 301, Bowling Green, Kentucky 42101, is hereby **VACATED**. Mr. Borders shall be under no restriction or disability from those events that caused the conditional registration in the October 29, 2001 Order and henceforth he shall be treated like any other applicant should he desire to remain registered in Kentucky or become registered anew pursuant to KRS 292.330.

This **Order** is entered on this the 23rd day of April, 2004.



William P. Emrick
Acting Executive Director
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